

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON (as Trustee under  
various Pooling and Servicing Agreements and Indenture  
Trustee under various Indentures) *et al.*,

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

Case No. 1:11-cv-05988-WHP

Hon. William H. Pauley

**DECLARATION OF MAX R.  
SCHWARTZ IN SUPPORT OF  
THE MEMORANDUM OF LAW  
OF THE RETIREMENT BOARD  
OF THE POLICEMEN'S  
ANNUITY AND BENEFIT FUND  
OF THE CITY OF CHICAGO**

I, Max R. Schwartz, hereby affirm under penalty of perjury that the following is  
true and correct:

1. I am a member of the Bar of the State of New York, and an associate at  
Scott + Scott LLP, attorneys for the Retirement Board of the Policemen's Annuity and  
Benefit Fund of the City of Chicago, the Westmoreland County Employee Retirement  
System, the City of Grand Rapids General Retirement System and the City of Grand  
Rapids Police and Fire Retirement System (collectively "Chicago Police"). I offer this  
declaration in support of Chicago Police's Memorandum of Law in response to the  
questions posed by the Court at the September 21, 2011 Hearing on the Motion to  
Remand.

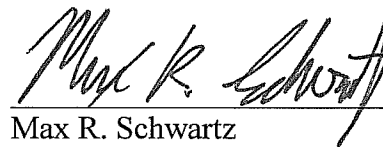
2. A true and correct copy of a pooling and service agreement for one of the  
530 trusts subject to the proposed settlement is attached hereto as Exhibit A.



3. A true and correct copy of the October 18, 2010 letter that Gibbs & Brun sent to Bank of New York Mellon ("BONY"), in its capacity as Trustee, is attached hereto as Exhibit B.

4. A true and correct copy of the Proposed Final Order that BONY filed in connection with the proposed settlement is attached hereto as Exhibit C.

Executed this 27th day of September, 2011, in New York, New York.

  
Max R. Schwartz